

DRAFT MEETING MINUTES
CUMBERLAND COMMUNITY IMPROVEMENT DISTRICT
Thursday, June 28, 2018

MEMBERS PRESENT

John Shern
Connie Engel
Tad Leithead
Mike Plant
Barry Teague
Bob Voyles {arrived during meeting}
Mason Zimmerman

LEGAL COUNSEL

Lynn Rainey

COBB CHAMBER OF COMMERCE

Rasha Al Rawi
Melissa Crook
Kyethea Clark
Nelson Geter
Sharon Mason
Roxanne Plummer
Mike Winters

COBB COUNTY

Mike Boyce
Erica Parrish
Karyn Matthews

JACOBS

Vinay Uchil
Alex Chung

OTHERS PRESENT

William Herbig, Kimley-Horn
Pat Corleto, Stantec
Holly Quinlan, Cobb Travel & Tourism
Amanda Phair, Cobb Travel & Tourism
Lindsey Burruss, Cobb Travel & Tourism
Heidi Dasinger, Marietta Power
Miles Schmidt, Sterling Seacrest Partners
Claire Bartlett, Rep. Barry Loudermilk
Tim Matthews, GDOT
Peter Hortman, Pond & Co
Sam Olens, Dentons
Patricia Rice, Powers Ferry Corridor Alliance
Drew Ferguson, Senator Isakson
Bruce Bowers, Baker Donelson
Vance Smith, Pond
Ron Sifen
Ricky Leroux, MDJ

The June meeting of the Cumberland Community Improvement District Board was called to order at 7:34 a.m. on Thursday, June 28, 2018 at the Cobb Chamber of Commerce, 240 Interstate North Parkway, Atlanta, Cobb County, Georgia, pursuant to legal notice. A quorum was present.

Acting Chairman John Shern welcomed special guests.

ITEMS FOR APPROVAL

1. Minutes: Ms. Engel made a motion to approve the May 31, 2018 Regular Session Minutes of the CID Board. Mr. Zimmerman seconded the motion which was approved. (5 yes/0 no/1 abstained). Board member Leithead abstained from vote.

Interim Executive Director Leithead stated he will be abstaining from all votes during today's meeting.

2. Approval of Financial Statement: After making the Treasurer's Report, Mr. Teague made a motion to approve the May Financial Reports (Exhibit A). Ms. Engel seconded the motion which was approved. (5 yes/0 no/1 abstained). Mr. Teague made a motion to approve the invoices and cash disbursements (Exhibit B). Ms. Engel seconded the motion which was approved. Board member Leithead abstained from both votes. (5 yes/0 no/1 abstained)
3. Cash Flow Projections (Discussion): Interim Executive Director Leithead reported last month that the CCID was looking at a negative cash flow in 2018, but that now has improved dramatically. However, there is a

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projected shortfall of \$343K for 2019. Mr. Leithead and staff will continue to work on ways to help reduce shortfalls. The CCID has a line of credit with Synovus if needed. It will expire in October of next year.

CHAIRMAN'S REMARKS

Acting Chairman John Shern stated the CCID Board will hold its annual Retreat today and listed out today's activities.

A. Operations

1. SCATS Traffic Optimization Request (\$154,154): Kyethea Clark, Director of Operations reported that back in April the CCID had a meeting with Cobb DOT to discuss the malfunctioning traffic signals in the district. It has been 17 years since the SCATS adapted traffic signal control system has been installed. TransCore is the firm that will update the system (hardware and programming). The amount to update the SCATS system in the CCID district would be \$154,154. The work would begin in August and be completed in May of 2019. Mr. Leithead asked should the CCID pay for this upgrade. He went on to state that if the CCID wants to do this on a timely basis then the CCID should pay for it because the County does not have the money to fund it. It does not create an urgency from the CCID. Mr. Leithead stated some cost savings from other projects that would help pay for this upgrade. Project specifics will be discussed at the Retreat.

{Board member Bob Voyles joined the meeting at this point}

Board members agreed this update needs to be done.

Mr. Teague made a motion to approve \$154,154 for the SCATS Traffic Optimization update by TransCore. Mr. Plant seconded the motion which was approved. (6 yes/0 no/1 abstained). Board member Leithead abstained from vote.

2. Capital Improvements Updates: Kyethea Clark, Director of Operations, gave updates on:
 - Galleria Drive
 - Akers Mill Ramp
 - GDOT is reviewing redlines that were submitted on the MOU.
 - The Ferguson Group continues to work on the draft application for the Build Grant which is due July 19.
 - Cobb County's resolution was on Tuesday's agenda to submit and support the application. It is being routed for signature. Mr. Leithead stated the CCID cannot apply for the grant. The County will be the applicant and the CCID will be the funder. The County is asking for approximately \$5.9M. Mr. Leithead asked Sharon Mason, President & CEO of the Cobb Chamber, to help with letters of support to elected officials.
 - GDOT I-75 & I-285 Interchange Clean-up Project. CCID staff met with GDOT earlier this month on the re-bidding phase. The scope has been narrowed for the diamond interchange. The work for cleaning up the diamond interchange will begin in August through December. GDOT is funding this effort. At that meeting,

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- several Board members and GODT discussed designing a low maintenance landscape plan at the diamond interchange for installation in 2019.
- GDOT's Northwest Corridor ribbon cutting will take place on August 24. Details to follow.
 - I-285 Pedestrian Bridge – The County has received a credit in the amount of \$615,759 and \$344,539 is being credited back to the CCID. There are still 2 installments. The Board has agreed to pay a \$2.5M installment in 2018 and 2019.
 - Cumberland Blvd bridgescape is complete. There is credit on this project as well in the amount of approximately \$32K.

Mr. Leithead stated that tomorrow he will be attending the ground breaking of the Georgia 400 Managed Lanes Project. Secretary of Transportation Elaine Chao will be the keynote speaker. Mr. Leithead will work with the Chamber on getting together a small delegation to go to Washington, D.C. and meet with Secretary Chao to discuss the CCID's application for a build grant.

Mrs. Mason invited Board members to attend the Chamber's First Monday Breakfast on July 9. Senator Isakson will be the speaker. Mr. Leithead will be introducing Senator Isakson.

COBB COUNTY ISSUES & UPDATES

Cobb Commissioner Chairman Mike Boyce reported the town hall meetings to discuss the County budget and millage rate have begun and are going well.

The Transit Survey was approved and the County will be using general fund dollars to fund. The survey will be completed in September/October in conjunction with the Transit Study and Comprehensive Transportation Plan. There will be 3 important venues to get an idea of what the public wants with regards to transit in response to HB 930. Mr. Leithead is part of an informal group to review the survey. This group will make sure it addresses the appropriate audience and connects with the appropriate voters. The County is on a tight time schedule to be if this is to be on the ballot in November of 2019.

Mr. Voyles made a motion to go into Executive Session to discuss personnel matters and a lease. Mr. Zimmerman seconded the motion which was approved (6-0 with Mr. Leithead abstaining). Mr. Leithead did not join the Executive Session. At the conclusion of the discussion, upon the motion of Mr. Voyles, seconded by Mr. Plant, the Board unanimously agreed 6-0 to return to open session.

The CCID Board Meeting transitioned to the retreat portion which remained open to the public.

2018 Board Retreat

Mr. Leithead and Mr. Shern welcomed everyone to the Retreat.

Employment Agreement: Acting Chairman John Shern announced the CCID wishes to offer the CCID Executive Director position to Tad Leithead. A motion was made by Ms. Engel to enter into an Employment Agreement with Tad Leithead as the CCID's Executive Director. Mr. Voyles seconded the motion which was approved. (6

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yes/0 no/1 abstained). Board member Leithead abstained from the vote. Board members congratulated Mr. Leithead.

Second Amendment to Administrative Agreement: A motion was made by Mr. Voyles to approve the Second Amendment to the Administrative Services Agreement between the Cobb Chamber and CCID. Mr. Plant seconded the motion which was approved. (6 yes/0 no/1 abstained). Board member Leithead abstained from the vote. Mr. Leithead thanked Sharon Mason for the Chamber's help on this matter.

Mr. Leithead then resigned from the CCID board. Mr. Lynn Rainey, Legal Counsel stated the board now has 60 days to call for a caucus of electors to elect a new board member. It will be duly advertised and will be done in a public meeting. Anyone who is a CCID taxpayer or their designated representative can run for the seat.

Financial Update and Process

Mr. Mike Winters, Controller, presented the CCID's baseline cash flow model. As Mr. Leithead and Ms. Clark previously mentioned, there is approximately \$950K in savings, previously committed dollars that will not be spent and will be incorporated into the cash flow as a positive. There is also the Pedestrian Bridge savings of \$345K and Cumberland Blvd bridgescape savings of \$32K. Once added back in, the CCID will be showing a positive for September 30, 2019. September 30th is a key date for the CCID because that is the lowest point for cash flow before tax receipts are received. Mr. Winters stated the handouts that include the amount to SCATS that was approved earlier this morning would put the CCID at a negative cash flow in September 30, 2019. The cash flow that is projected as of now is with 5 mills through 2023. Mr. Leithead reported the digest was received today and the projected 2018 CCID tax revenue at 5 mills is \$417K more than 2017, but there are always appeals and adjustments. Mr. Winters stated the CCID still has two balloon payments of \$2.5M to the County (due December of this year and due in December of 2019). Mr. Winters suggested the millage rate be kept at 5 mills for these two years or the cash flow projection will go way down. The CCID would have to access the line of credit if the millage rate is reduced prior to 2020. This does not include any future commitments that the Board may make. Mr. Leithead stated at the end of the year Mr. Winters makes budget adjustments and this year the CCID will stay in the black. Mr. Winters went on to discuss possible scenarios if the CCID reduces its millage rate. Each millage reduction is \$1.7M per mill per year. Board members discussed and were in favor of keeping the millage rate at 5 mills for the next two years. Now is not the time to reduce, but stay the course. Board members asked Mr. Rainey to advertise a proposed millage rate for 2018 at 5 mills. Mr. Winters stated the CCID's line of credit expires in October and Mr. Winters will be discussing with Synovus about a renewal. The administrative fee is \$5K with a no payoff penalty. Mr. Winters will report back to the Board.

Audit Report

Brett McClung with Goldman & Company CPAs PC presented the audited financial statements for the year ending December 31, 2017. Mr. McClung issued a clean, unqualified opinion with no material weaknesses and no recommendations. The management letters were included and stated there were no disagreements and no issues during the completion of the audit. Mr. Zimmerman made a motion to accept the December 31, 2017 Audited Financial Statements report. Mr. Plant seconded the motion which was unanimously approved. (Documents attached)

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GDOT – Northwest Corridor Project Briefing: Cumberland CID

Stephen Lively, GDOT Program Delivery Manager, Major Projects gave the Board an update on the Northwest Corridor Express Lanes project.

- These Express Lanes are reversible traveling southbound toward Atlanta in the morning commute and northbound in the evening. The project is 29.7 miles long.
- Northwest Corridor will have two barrier-separated express lanes traveling along the west side of I-75 from I-285 to the I-75/I-575 interchange. From that interchange, one express lane will be added along I-75 north to Hickory Grove Road and one express lane will be added along I-575 to Sixes Road.
- A Peach Pass will be needed to use the system.
- The Northwest Corridor is the third Express Lanes project to open in the Georgia Express Lanes system. It joins the I-75 South Metro, a barrier-separated, reversible Express Lanes project, which opened in January 2017, and the I-85 Express Lanes, which opened in 2011.
- Expected usage: Anticipate 16.9M average annual trips by 2040; Benefit 1.32M GRTA Xpress and CobbLinc bus riders
- Time Savings: save up to 43 minutes in the express lanes and up to 16 minutes in the General Purpose lanes; compared to the no-build alternative for 2018.

The cost of the project is \$834M and scheduled to open in August with over 95% complete.

The regional benefits will provide drivers with:

- More choices and reliable trip times.
- Improves infrastructure
- Enhances worker connectivity
- Sustains or advances national or regional economic growth
- Improves Interactions between roadway users
- Eliminates bottlenecks

The Express Lanes will offer dynamic pricing. The toll prices will rise and fall based on demand to keep traffic free flowing and ensure reliable travel times. The toll rates are set by SRTA Board and will be collected electronically.

Board members asked how long will it take for the tolls to pay for the lanes. Mr. Lively stated the immediate goal is to pay the TIFFFA loan back which is approximately \$235M (GDOT was approved for \$275M, but will not be using it all). After Board discussion, Mr. Leithead will set up a meeting with Chris Tomlinson, Executive Director and Board Secretary of SRTA to determine if the CCID is eligible to participate in the TIFFFA loan for the Akers Mill Ramp.

Tim Matthews, GDOT Senior Design Build Project Manager gave Board members an overview of GDOT's Major Mobility Investment Program. This is an \$11B program with 11 projects under contract by 2026. It uses Innovative Delivery and public-private partnerships to accelerate projects. There are 3 major interchange projects, 4 major express lanes projects, 3 major interstate widening projects and 1 commercial vehicle lanes project. Acting Chairman Shern stated the NW Corridor project is behind on getting access by having the

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Akers Mill Ramp built. The CCID wants to be deeply involved in the location of the access to the projects on the west side. How do we do that? Mr. Matthews stated GDOT has been meeting with Cobb County and the CCID. Mr. Shern asked Mr. Matthews to let the CCID know if there is anything we can do to help facilitate communications. Mrs. Plummer will send Board members a copy of both presentations.

Autonomous Vehicles

Mr. Leithead introduced Craig Lewis with Stantec. Mr. Lewis discussed autonomous vehicles. When talking about autonomous there are four principle components: 1. Autonomous, 2. Connected, 3. Electric, and 4. Shared. Autonomous vehicles have all sensor technology built in. In three to four years, car manufacturers will be moving more towards electric than fuel injection. Auto makers are also moving to subscriptions to maintain its competitiveness. Companies are now working to moving goods with autonomous vehicles even doing hyperlocal delivery. There are 6 steps to prepare: 1) put people first, 2) broaden the definition of mobility, 3) leverage parking resources for greater economic opportunity, 4) build advanced technology into every project, 5) manage the curb space and the front door, and 6) learn and experiment with pilots and demos. The CCID has the opportunity to be more nimble. Technology in 10 years will be dramatically different than it is today. Board member Zimmerman would like for some Board members and elected officials to take a learning trip to look at areas that are doing curbside management, parking deck conversions, and autonomous vehicles/shuttles very well. Board member Teague asked about light and heavy rail. Mr. Lewis stated that investments in rail technology are still good investments. It's all about moving people faster. Board members would like for Stantec to present at an event for CCID property owners and key tenants. In addition, the Chamber would like to organize presentations to Chamber membership. Mr. Leithead would like Stantec's input as the CCID goes through its planning process moving forward. The CCID wants to make sure it is making the proper investments.

Blueprint Cumberland 3.0 – Projects and Priorities

Will Herbig, Kimley-Horn, began by stating the CCID is one district with many places. There are shifting demographics with the rise of a younger population and seniors. The CCID is now seeing some of the strongest development activity in the district. Blueprint Cumberland 3.0 prioritizes projects in three key areas within each of the district's five subareas: access, connectivity, and placemaking. The five subareas are: 1) Enhance identity and sense of place, 2) Maximize the value of the Chattahoochee River National Recreation Area, 3) Improve the transportation network across all modes, 4) Balance and maintain an appropriate mix of land uses and 5) Advocate for transit access. Blueprint Cumberland 3.0 identified 46 projects – 6 Access projects (roadway and transit oriented projects), 33 Connectivity projects (11 Multimodal corridors and sidewalks and 22 Trails and Companion trailheads), and 5 placemaking projects and approximately \$155M potential investment (\$100M-Access, \$50M-Connectivity, and \$5M-Investment). Mr. Herbig discussed access. Access projects will provide those who live, work and visit Cumberland a variety of choices when moving into, out of, and throughout the district regardless of mode. Board members discussed transit and location of transfer station locations. Mr. Leithead will be working with the City of Smyrna to discuss a Transportation Plan. Mr. Herbig moved on to discuss connectivity. Connectivity projects will not only facilitate walking and biking, but actively encourage it, thereby linking destinations throughout Cumberland to one another, the Chattahoochee River and beyond. Mr. Herbig went on to discuss placemaking. Placemaking projects will enhance and animate Cumberland's public and publicly accessible civic realm to make walking and biking a joy. Mr. Herbig asked CCID Board members to determine their top five projects starting with access projects, connectivity projects and then placemaking

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projects. After Board discussion regarding many different projects, Mr. Leithead will begin scheduling meetings with two Board members at a time to discuss project priorities and new board member suggestions. Mr. Herbig will reformat the project spreadsheet.

The next regular board meeting is scheduled for the same location on July 26, 2018 at 7:30 a.m. There being no further business, the meeting was adjourned at 12:42 p.m.

Approved by the Board this _____ day of

_____, 2018

_____ Secretary